

# CHAPMAN AND CUTLER

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080  
TWX 910-221-2103 Telex 206281  
FAX (312) 701-2361  
Telephone (312) 845-3000

2 North Central Avenue  
Phoenix, Arizona 85004  
(602) 256-4060

December 18, 1997

RECORDATION NO. 21084-D  
DEC 18 '97  
11-18 AM  
FILED

50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W. Room 704  
Washington, DC 20423-0001

Re: The Burlington Northern and Santa Fe Railway Company  
Leveraged Lease Locomotive Financing  
BNSF 1997-K

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

Memorandum of Lease Assignment (BNSF 1997-K), dated December 19, 1997, between First Security Bank, National Association, as security trustee (the "Security Trustee" or the "Assignee"), and NBB Square Lease Co., Ltd., as lessor (the "Lessor" or the "Assignor").

The names and addresses of the parties to the enclosed document are as follows:

Security Trustee and Assignee:	First Security Bank, National Association, as Security Trustee 79 South Main Street Salt Lake City, Utah 84111
Lessor and and Assignor:	NBB Square Lease Co., Ltd. c/o Nomura Babcock & Brown Co., Ltd. Dai-Ichi Edobashi Building 1-11-1 Nihonbashi, Chuo-ku Tokyo 103, Japan

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment is as set forth on Exhibit A hereto.

CHAPMAN AND CUTLER

A fee of twenty-four dollars (\$24.00) is enclosed. Please time and date stamp the enclosed copies of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

A short summary of the document to appear in the index follows:

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment (BNSF 1997-K) between First Security Bank, National Association, as Security Trustee, 79 South Main Street, Salt Lake City, Utah 84111, and NBB Square Lease Co., Ltd., as Lessor, c/o Nomura Babcock & Brown Co., Ltd., Dai-Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-ku, Tokyo 103, Japan, dated December 19, 1997, covering diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto. This document relates to the Memorandum of Lease Agreement, dated December 19, 1997, the Memorandum of Mortgage and Security Agreement, dated December 19, 1997, the Memorandum of Mortgage Supplement No. 1, dated December 19, 1997 and the Memorandum of Lease Supplement No. 1, dated December 19, 1997, which were recorded with the Surface Transportation Board on December \_\_, 1997 at \_\_: \_\_ .m. under recordation numbers \_\_, \_\_, \_\_ and \_\_, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams  
Karl T. Williams

KTW/dml  
Enclosure

CHAPMAN AND CUTLER

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	20	BNSF 9845 through BNSF 9864, inclusive
General Motors Corporation (Electro-Motive Division) Model SD75I Diesel Electric Locomotives	12	BNSF 8288 through BNSF 8290, inclusive BNSF 8292 through BNSF 8294, inclusive BNSF 8296 through BNSF 8301, inclusive

MEMORANDUM OF LEASE ASSIGNMENT  
(BNSF 1997-K)

DEC 18 '97

11-10AM

Memorandum of Lease Assignment, made and entered into on December 19, 1997, by and between NBB Square Lease Co., Ltd., a Japanese corporation ("*Lessor*"), and First Security Bank, National Association, a national banking association, as security trustee ("*Security Trustee*").

## WITNESSETH:

1. The Lessor and The Burlington Northern and Santa Fe Railway Company ("*Lessee*") have entered into that certain Lease Agreement (BNSF 1997-K) (the "*Lease Agreement*"), dated December 19, 1997, and Lease Supplement No. 1 (BNSF 1997-K) (the "*Lease Supplement*") thereto, dated December 19, 1997, covering certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

2. Memoranda of said Lease Agreement and of said Lease Supplement were recorded with the Surface Transportation Board on December \_\_, 1997 at \_\_:\_\_ p.m. under recordation numbers \_\_\_\_\_ and \_\_\_\_\_, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Mortgage and Security Agreement (BNSF 1997-K) (the "*Mortgage*"), dated December 19, 1997, and Mortgage Supplement No. 1 (BNSF 1997-K) (the "*Mortgage Supplement*") thereto, dated December 19, 1997, pursuant to which Lessor has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to the Security Trustee.

4. Memoranda of said Mortgage and of said Mortgage Supplement were recorded with the Surface Transportation Board on December \_\_, 1997 at \_\_:\_\_ p.m. under recordation numbers \_\_\_\_\_ and \_\_\_\_\_, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

NBB SQUARE LEASE CO., LTD.

By  \_\_\_\_\_

Name: Christopher D. Thompson

Title: Attorney-in-Fact

Executed on this 12<sup>th</sup> day of December, 1997.

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION

By \_\_\_\_\_

Name: Brett R. King

Title: Assistant Vice President

Executed on this \_\_\_\_ day of December, 1997.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

NBB SQUARE LEASE CO., LTD.

By \_\_\_\_\_

Name: Christopher D. Thompson

Title: Attorney-in-Fact

Executed on this \_\_\_\_ day of December, 1997.

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION

By  \_\_\_\_\_

Name: Brett R. King

Title: Assistant Vice President

Executed on this 12<sup>th</sup> day of December, 1997.

STATE OF NY )  
COUNTY OF WM ) SS.:

On this, the 12<sup>th</sup> day of December, 1997, before me, a Notary Public in and for said County and State, personally appeared Christopher D. Thompson, who being by me duly sworn, says that he is the Attorney-in-Fact of NBB SQUARE LEASE CO., LTD., that said instrument was signed on December 12 1997 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Donna M. McLernon  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

DONNA M. McLERNON  
Notary Public, State of New York  
No. 41-4086637  
Qualified in Queens County  
Commission Expires 9/25/99

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ ) SS.:

On this, the \_\_\_\_ day of December, 1997, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that he is the Assistant Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on December \_\_, 1997 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_ day of December, 1997, before me, a Notary Public in and for said County and State, personally appeared Christopher D. Thompson, who being by me duly sworn, says that he is the Attorney-in-Fact of NBB SQUARE LEASE CO., LTD., that said instrument was signed on December \_\_, 1997 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

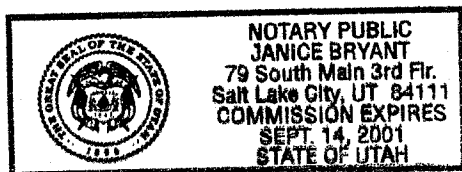
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF Utah )  
 ) SS.:  
COUNTY OF Salt Lake )

On this, the 12<sup>th</sup> day of December, 1997, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that he is the Assistant Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on December 12, 1997 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Janice Bryant  
\_\_\_\_\_  
Name: **Janice Bryant**  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_



## EXHIBIT A

### UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	20	BNSF 9845 through BNSF 9864, inclusive
General Motors Corporation (Electro-Motive Division) Model SD75I Diesel Electric Locomotives	12	BNSF 8288 through BNSF 8290, inclusive BNSF 8292 through BNSF 8294, inclusive BNSF 8296 through BNSF 8301, inclusive